

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL GROUP,
INC. 2008 SECURITIES LITIGATION

This Document Relates To: All Actions

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 3-20-2015

Master File No.:
08-CV-4772-LTS-DCF

**ORDER GRANTING LEAD COUNSEL'S MOTION
FOR FINAL APPROVAL OF AN AWARD OF ATTORNEYS'
FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

WHEREAS:

A. On March 20, 2015, a hearing was held before this Court to consider, among other matters: (1) Lead Counsel's Motion for Final Approval of an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Fee and Expense Application"); and (2) the fairness and reasonableness of the Fee and Expense Application to the Settlement Class Members. All interested Persons were afforded the opportunity to be heard;

B. The maximum amount of fees and expenses that would be requested by Lead Counsel was set forth in the Notice of Class Action, Proposed Settlement, Motion for Attorneys' Fees and Expenses, and Settlement Hearing (the "Notice") that was disseminated in accordance with the Court's Order entered on October 7, 2014;

C. The Notice advised that any objections to the Fee and Expense Application were required to be filed with the Court no later than January 5, 2015, and mailed to counsel for the Settling Parties such that they were received no later than January 5, 2015;

D. On December 22, 2014, Lead Counsel filed its Fee and Expense Application;

E. On January 5, 2015, an objection to the Fee and Expense application was filed by Jeff M. Brown (the "Brown Objection") (ECF No. 477). Mr. Brown asserts that he is a member

of the Settlement Class as a result of purchases of AIG common stock that he claims to have made on three dates during the Settlement Class Period: March 11, 2008, April 23, 2008, and May 24, 2008. Mr. Brown attached a handwritten Proof of Claim form as Exhibit 5 of his objection in support of his status as a Settlement Class Member, but he did not otherwise submit any other documentation (such as trade confirmations or brokers statements) confirming his purchases of AIG common stock on those dates. AIG stock did not trade on May 24, 2008, which was a Saturday.

F. On March 6, 2015, Lead Plaintiff and Lead Counsel filed a reply memorandum (ECF No. 497) and a reply joint declaration (ECF No. 498) that, among other things, responded to the Brown Objection. In their reply memorandum, Lead Counsel sought dismissal of the Brown Objection for lack of standing and asserted that the objections to the Fee and Expense Application are without merit. On March 19, 2015, Mr. Brown filed an application to supplement his objection with documentation of his status as a Settlement Class member. That application is untimely but also moot because, as explained on the record of the March 20, 2015, hearing, the Court assumed for purposes of the evaluation of Mr. Brown's objection that he is a Settlement Class member.

G. No other objections to the Fee and Expense Application were filed.

H. This Court has duly considered Lead Counsel's Fee and Expense Application, the affidavits, declarations and memoranda of law submitted in support thereof, and all of the submissions and arguments presented with respect thereto, including the Brown Objection.

NOW, THEREFORE, after due deliberation and for the reasons stated on the record of the March 20, 2015, hearing, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. The Court concludes that even if Mr. Brown is a member of the Settlement Class, his objections to the Fee and Expense Application are without merit. The Brown Objection is OVERRULED.

2. Lead Counsel's attorneys' fee request is GRANTED. Lead Counsel is awarded the sum of \$116.46 million (12% of the Settlement Fund) in attorneys' fees, plus interest at the same rate earned by the Settlement Fund.

3. Lead Counsel's motion for reimbursement of litigation expenses is GRANTED. Lead Counsel is awarded the sum of \$4,352,327.04 in litigation expenses.

4. Lead Counsel's motion for reimbursement of costs and expenses incurred by the Lead Plaintiff directly related to its representation of the Settlement Class is GRANTED. Lead Plaintiff is awarded \$80,927.34 in litigation costs and expenses.

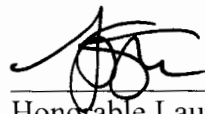
5. Lead Counsel shall, in the exercise of its discretion, allocate the total fee award and reimbursement of litigation expenses based upon its assessment of the relative values of the contributions provided by each of the Plaintiffs' Counsel.

6. The Notice provided the best notice practicable under the circumstances. Said Notice provided due and adequate notice of these proceedings and the matters set forth therein, including the fee and expense request, to all persons entitled to such Notice, and said Notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

7. There is no just reason for delay in the entry of this Order Granting Lead Counsel's Motion for Final Approval of an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, and immediate entry of this Order by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

SO ORDERED:

Dated: March 20, 2015

A handwritten signature in black ink, appearing to be 'LTS' with a stylized flourish.

Honorable Laura Taylor Swain
UNITED STATES DISTRICT JUDGE